

**Exhibit B**

**Redline of Revised Order Compared Against Original Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

[Re: D.I. 417](#)

**ORDER PURSUANT TO SECTION 327(e) OF THE  
BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF WINSTON & STRAWN LLP AS DEBTORS'  
SPECIAL LITIGATION COUNSEL, EFFECTIVE AS OF AUGUST 15, 2023**

Upon the application, dated September 12, 2023 [\[D.I. 417\]](#) (the “Application”)<sup>2</sup> of the above-captioned debtors and debtors in possession (the “Debtors”) seeking authorization to retain and employ Winston & Strawn LLP (“Winston”) as special litigation counsel in these Chapter 11 Cases, effective as of August 15, 2023; and upon consideration of the Leonard Declaration, the Hardman Declaration, and the record of the Hearing, if any, and all of the proceedings had before the Court; and the Court having found and determined that Winston is a “disinterested person” as that term is defined under section 101(14) of the Bankruptcy Code, that Winston’s employment is necessary and in the best interests of the Debtors, their estates, their creditors, their stakeholders, and all other parties-in-interest, and that the relief sought in the Application is in the best interests of the Debtors, their estates, their creditors, their stakeholders, and all other parties-in-interest, and

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

<sup>2</sup> Capitalized terms used, but not defined, herein shall have the meanings set forth in the Application.

that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation thereon and good and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Application is GRANTED as set forth herein. Any objections or reservations of rights filed in respect of the Application are overruled, with prejudice.

2. Pursuant to sections 327(e) of the Bankruptcy Code, the Debtors are authorized to retain and employ Winston as special litigation counsel in these Chapter 11 Cases, effective as of August 15, 2023, pursuant to the terms set forth in the Application.

3. Winston shall be compensated for legal services rendered to the Debtors and reasonable expenses incurred in connection therewith in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other ~~applicable~~ orders of this Court; provided, however, that the Debtors may not pay compensation to Winston in any amount in excess of \$400,000.00 (the "Fee Cap") for legal services related to the retention approved by this Order, provided further that the Fee Cap shall not apply to fees for legal services incurred in connection with any contested hearing.

4. The Creditors' Committee and the Equity Committee have common interest with the Debtors with respect to Winston's findings and work product in connection with Winston's investigation and evaluation of the Derivative Claims and the Debtors shall advise both the Creditors' Committee and the Equity Committee of the conclusions reached by Winston and the basis for those conclusions.

5. ~~4.~~ Notwithstanding any stay that might be imposed by Rule 6004(h) of the Bankruptcy Rules, this order shall be effective and enforceable immediately upon entry hereof.

6. ~~5.~~ The Debtors and Winston are authorized and empowered to take all actions

necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

7.~~6.~~ This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this order.